

# WASHINGTON AIRPORT MANAGEMENT ASSOCIATION

A for-profit organization organized under the laws of the state of Washington

## Constitution and By-Laws

Revised: October 1987, June 1991, October 1993, May 2001, October 2004, March 2006, May 2007, May 2008, May 2010, May 2011

### ARTICLE I

#### NAME, STATEMENT OF PURPOSES, AND PRINCIPAL OFFICE

SECTION 1. NAME. The name of this corporation shall be Washington Airport Management Association. For brevity, the Association may be known by the capitalized first letter of each of the words comprising the name, that is, "WAMA."

SECTION 2. MISSION/PURPOSE: (Revised May, 2001)

Mission:

To improve Airports and Airport Management in Washington State.

Purpose:

- a. Link airport managers in Washington State to achieve their common interests
- b. Identify and address problems and opportunities
- c. Support members locally to benefit aviation
- d. Promote educational opportunities for development of airport managers and staff
- e. Review and refine industry procedures and regulations

SECTION 3. OFFICES. The location of the office will change from time to time and will be maintained by the Association's Secretary. (Revised October 2004)

### ARTICLE II

#### MEMBERSHIP CLASSIFICATION AND QUALIFICATION

SECTION 1. MEMBERSHIP. The Membership of the Association shall be open to all individuals eligible for any one of the classes of membership in the Association defined in Article II, Section 2, and who have qualified for membership in the manner prescribed by this Constitution and By-Laws, or as provided by resolution of the Board of Directors, and who have maintained their membership in the Association in good standing. (Revised October 1993)

The term “public airport” as used in this Constitution and By Laws shall mean and include airports owned or leased by a public corporation, authority, or commission, and also airports owned or leased by private corporations, or other private owners, that are used and are available for use by persons other than the owner or operator upon reasonable, uniform, and nondiscriminatory terms and conditions.

The term “public corporation” as used in this Constitution and By-Laws shall mean and include municipal corporations, political subdivision, and other governmental agencies having legal authority to own, operate, manage, or administer a public airport.

The term “in good standing” as used herein, shall refer to Management and Associate members of the association who have paid their annual dues. (Revised October 1993, October 2004)

**SECTION 2. CLASSES OF MEMBERSHIP.** The membership shall be of five classes: Management, Associate, Honorary, Government and Agency, and Education. New members shall be issued such certificates of membership and/or membership cards as may be prescribed by the Boards of Directors.(Revised June 1991, October 2004, May 2010)

- a. Management Membership. Management membership shall be open only to persons exercising active responsibility for the management, general superintendence or administration of a public or a privately owned public airport in the State of Washington, and who are continuously engaged in such activity as a gainful occupation, and who are approved as possessing such qualifications for membership by the Board of Directors. The Board of Directors reserves the right to require from the Management Member applicants evidence of managerial skills and proficiency in such form as the Board may prescribe.
- b. Associate Membership. Associate Membership shall be open to public or private corporations, authorities, commissions, governmental agencies or boards, and other public or private agencies or associations engaged in the establishment, ownership, administration, operation, or management of airports, either public or private, who are interested in one or more of the following activities that are approved for such membership by the Board of Directors:
  - (1) The manufacture or sale of aircraft, aviation fuels, air navigation facilities, and equipment or materials used in the establishment, development, operation, maintenance, or management of airports;
  - (2) The publication of periodicals dealing with aviation;
  - (3) The flight of aircraft, air commerce, aviation insurance, airfield financing, airfield planning, air schools, fixed base operators, or the ownership of aircraft used, operated and maintained for the furtherance of the corporation’s business.
- c. Honorary Membership. An Honorary Membership may be bestowed upon an individual by vote of the Management members present at a regular or special meeting of the

Associates. Honorary Memberships will normally be restricted to previous members who have actively participated in the Association for at least five (5) years, and who are retiring from their active professional career.

Honorary Members will not be eligible to vote at a regular or special meeting and will not be required to pay dues. Honorary Members may, however, serve at the pleasure of the President as members of and chair any of the various Association Committees, and hold offices as provided for in Article IV. (Revised October 1993)

- d. Government and Agency Membership. Government and Agency Membership shall be restricted to individuals that represent federal, state, local resource agencies, and aviation industry association representatives. Government and Agency Members will not be eligible to vote at a regular or special meeting and will not be required to pay dues. (Revised May 2007)
- e. Education Membership. Education Membership shall be open only to persons in the following two categories:
  - 1. Students actively enrolled in a program from an accredited school in pursuit of an aviation or aviation management degree. Students enrolled in a school in Washington or students from Washington State are eligible to apply. The Board of Directors reserves the right to require from the Student Member applicants evidence of enrollment.
  - 2. Teachers actively involved in teaching aviation or aviation management courses as employees of an accredited school in Washington State, whether a high school, or a 2-year or a 4-year college.

SECTION 3. NEW MEMBERSHIPS. All memberships in the Association, except Honorary Membership shall be dependent upon application made therefore, verification of the Secretary and payment of dues for the current year. All membership applications shall be subject to approval in the manner heretofore prescribed. New members shall be classified by the Secretary or Executive Committee in accordance with their qualifications. (Revised June 1991)

SECTION 4. MEMBERSHIP LISTS. The Secretary of the Association shall maintain a list of all Management, Associate and Honorary members. No charge shall be made for registration of any such individual or organization on such list other than annual dues, if any, which are payable for such membership. (Revised June 1991)

SECTION 5. DUES. The dues for membership shall be in accordance with a schedule of such dues, which shall be adopted and amended by a majority vote of the membership. (Revised October 1993)

SECTION 6. PAYMENT OF DUES. Dues shall be assessed annually effective through the calendar year. Any member failing to pay annual dues shall cease to be a member of the Association without further action on the part of the Association. (Revised October 1993, October 2004)

SECTION 7. VOTING PRIVILEGES. Voting privileges shall be limited to Management members in good standing. Each said member or designated proxy shall be entitled to one vote. (Revised October 1993, October 2004)

The Board of Directors or the members present at any members' meeting may poll Associate Members upon any business or question which may be under consideration or proposed for consideration by the Board of Directors or the voting members, but the poll taken of such nonvoting members shall not be determinative upon any such business question.

SECTION 8. REGULAR AND SPECIAL MEETINGS OF MEMBERSHIP. One regular meetings of the members of the Association shall be held each year at a time and place to be determined by the Board of Directors for the transaction of such business as may come before such meeting. The election of officers and directors shall be held during the annual meeting, with Executive Officer's elections being held in alternate calendar years. Officers and directors will assume office on the first day of the following calendar year unless a vacancy exists, then the officer or director shall assume office immediately after the election. Terms of office shall be on a calendar year basis. (Revised March, 2006, May 2011)

A special meeting of the members of the Association may be called by a two-thirds (2/3) vote of the Board of Directors or by one-fifth (1/5) vote of the Management Membership of the Association. Any notice of a special meeting shall be issued by the Secretary, or, in the Secretary's absence, inability, or refusal to act, by the President of the Association. No regular or special meeting shall be called upon less than ten (10) days of notice in writing to all members. (Revised June 1991)

SECTION 9. QUORUM. Not less than 10% of the total Management membership at any regular meeting or any special meeting of the Association shall constitute a quorum for the conduct of business. (Revised October 1993, October 2004)

SECTION 10. NOMINATION COMMITTEE. At least thirty (30) days before the annual general membership meeting in alternate calendar years, the President shall appoint the Chairperson and two (2) members of the Nominating Committee. (Revised October 1993, May 2008, May 2011)

SECTION 11. RULES OF NOMINATION. The Nominating Committee shall select one eligible person for nomination to each office, including the Board of Directors and including the Executive Secretary and Treasurer, if any, vacant or to become vacant at the last regular meeting in alternate calendar years and shall submit the names of such nominees to the regular meeting immediately preceding the last regular meeting in alternate calendar years when so requested by the presiding officer thereof. A vote of the majority of the members of the Nominating Committee shall be binding on all.

If a majority of the Nominating Committee shall be unable to agree on one nominee for an office, the Committee shall so report and no name shall be submitted for that office. Any

member entitled to vote for the election of Officers and Directors shall be privileged to make such nomination or nominations from the floor as he or she may desire. (Revised June 1991)

### ARTICLE III BOARD OF DIRECTORS

SECTION 1. MANAGEMENT. The business and affairs of the Association shall be managed by its Board of Directors and its officers in accordance with the provisions of these By-Laws.

SECTION 2. ELECTION OF DIRECTORS. The Board of Directors shall consist of the Officers and four (4) Directors. No less than two (2) Directors shall be Management members at any time. A Director shall hold office for the term, which he or she is elected and until his or her successor shall have been elected and qualified. No more than one member of the Board of Directors will be from the same airport. No more than one member of the Board of Directors will be an Associate Member. (Revised October 1993, May 2007)

SECTION 3. TERMS OF DIRECTORS. At the first regular meeting after adoption of this Constitution and By-Laws of the properly qualified members of the Association, four (4) Directors shall be elected by vote of the properly qualified members. Two (2) shall be elected each year for a term of two years. Each Officer shall serve a term of two years. (Amended Oct. 1987, October 2004).

SECTION 4. MEETINGS. A Board of Directors meeting shall be held prior to all regular meetings of the Association. The Board of Directors shall have such other and periodical meetings as the board of Directors may provide by resolution, and at such time and place as may be determined upon by said Board, and shall have such special meetings as may be called by or at the request of the President. The President may call any special meeting of the Board of Directors and may fix in such call the place and time for the holding of such meeting. (Amended April 1986) (Revised June 1991)

SECTION 5. NOTICES OF MEETINGS. Notice of any regular or special meeting of the Board of Directors shall be given at least ten (10) days previously thereto in writing. Such written notice shall be delivered to each Director electronically or by mail at his or her business address or his or her address as registered with the Secretary. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. Any Director may waive written or other notice of any meeting. (Revised October 2004)

The attendance of a Director at any meeting shall constitute a waiver or notice thereof, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business thereat because such meeting has not lawfully been called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need to be specified in the notice or waiver of notice of such meeting, but it is advisable that an agenda be prepared and mailed to all Directors prior to the meeting.

SECTION 6. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 7. MANNER OF ACTING. The act of the majority of the Directors present at a meeting at which quorum is present shall be the act of the Board of Directors.

SECTION 8. COMMITTEE ACTION. The Board of Directors may appoint committees or panels and may appoint representatives with titles and delegate authority thereto to perform such duties or tasks as may be determined upon by the Board. All committees will coordinate their activities with the Executive Director.

SECTION 9. EXECUTIVE COMMITTEE. An Executive Committee is hereby created to act for the Board of Directors in the approval of applications for membership, reclassifying or classifying members, or upon any business of the Association of an emergency character or requiring prompt action of the Board. Such committee shall consist of any three or more of the following: The President, Vice President, the Secretary-Treasurer, and one other officer or director. Any two of said members may constitute a quorum of said Executive Committee. The Executive Committee, so acting, shall, within ten (10) days of such action, report in writing to the members of the Board of Directors the action of the Executive Committee.

#### ARTICLE IV OFFICERS

SECTION 1. OFFICERS. The Officers of the Association shall consist of a President, Vice-President, a Secretary, a Treasurer, and such other Officers as may from time to time be provided for by resolution of the Board of Directors. Any two or more offices may be held by the same person except the offices of President and Treasurer and President and Secretary, but this prohibition should not be construed to apply to the holding by one person of the offices of Secretary and Treasurer. The offices of President and Vice President shall be Management members. The Secretary, Treasurer and other officers as provided for above may be in Management or Honorary status. All officers shall be members of the Board of Directors. (Revised October 1993)

SECTION 2. ELECTION OF OFFICERS AND TERM OF OFFICE. The Officers of the Association shall be elected in alternate calendar years as set forth in Article II, Section 8, herein. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his or her successor shall have been duly elected and qualified, or until death, or until he or she shall have resigned or been removed in the manner hereinafter provided. All past presidents shall be ex-officio members of the Board of Directors without vote except the Immediate Past President, who shall have one vote. (Revised June 1991)

SECTION 3. REMOVAL. Any Officer, Director, member or agent elected or appointed by the Board of Directors may be removed by a two-thirds (2/3) vote of the Board of Directors at a regular Board meeting whenever, in its judgment, the best interest of the Association would be served thereby, but such removal shall be without prejudice to the contract right, if any, of the person so removed. A Director may vote by mail, but not by proxy, upon any such question.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or other cause, may be filled by the Board of Directors to serve until the next regular meeting of the Association.

SECTION 5. PRESIDENT. The President shall be principal executive officer of the Association and shall in general supervise all of its affairs, and offices, or directorships, or appointments. He or she shall preside at all meetings of the Directors and Members. He or she may sign with the Secretary or any other authorized Officer of the Association certificates of membership and any contract or other instruments which the Board of Directors have authorized to be executed unless the Board of Directors shall have otherwise expressly provided.

The President shall perform such other duties and shall assume discharge such other responsibilities as the Board of Directors may by resolution from time to time direct.

SECTION 6. STANDING COMMITTEES, PANELS OR REPRESENTATIVES. In addition to the Officers and Directors, there shall be the Standing Committees, panels or representatives, which shall be appointed by the President and subject to the supervision of the President. They shall perform the duties enumerated for them and such additional duties as the President may request.

SECTION 7. VICE-PRESIDENT. In the absence of the President from any meeting or conference, or in the event of his or her inability or refusal to act in the performance of official duties, the Vice President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all restrictions upon the President.

SECTION 8. SECRETARY. The Secretary shall:

- a. Keep the minutes of the Board of Directors' meetings.
- b. See that all notices of members' of Directors' meetings are duly given in accordance with these By-Laws
- c. Be custodian of the records and seal, if any, of the Association and affix such seal to all documents requiring such affixation. (Revised June 1991)
- d. Keep a register or list of all members of the Association showing their classification and voting rights, collect membership dues, issue membership cards and certificates and promptly remit all dues to the Treasurer together with the name of each and every member

for whom such dues are remitted and cards or certificates issued. Create and distribute annual membership roster. (Revised October 2004)

- e. Sign with the President or Vice-President, cards and certificates for membership in the Association; and
- f. In general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned to the Secretary by the President, or by the Board of Directors or Executive Committee.

SECTION 9. EXECUTIVE SECRETARY. An Executive Secretary may be appointed by the Board of Directors, and when so appointed shall have such duties and responsibilities and receive such compensation as the Board of Directors may from time to time direct and determine. The Executive Secretary may also hold the office of Secretary of the Association.

SECTION 10. TREASURER. The Treasurer shall keep a complete roll of the membership of the Association. He or she shall:

- a. Have custody of and be responsible for all funds and securities of the Association, give receipts for any and all monies due and payable to the Association, from any source whatsoever, and shall deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these By-Laws.
- b. Keep an itemized record of his or her receipts and disbursements for the account of the Association, and maintain all canceled checks and drafts, a copy of each and every deposit slip, invoice, receipted bill, cash receipt, and all other papers vouching for the deposit, expenditure or receipt of WAMA funds or evidencing any indebtedness or monetary obligation of the Association. Such records shall be open for inspection by the membership. Before payment of any bill, the Treasurer shall first obtain approval of the President or other officers as may be directed by the Board of Directors.
- c. Render a true account at the succeeding regular meeting, and at such other times required by the Board of Directors, of all monies received and disbursed by him or her. Said account shall be in writing, itemizing receipts and disbursements, listing outstanding obligations, and showing the balance of funds on hand belonging to the Association.
- d. The treasurer may also be the Secretary of the Association.

SECTION 11. COMPENSATION. None of the Directors or Officers of the Association shall be paid any compensation for their regular services to the Association, but if the funds in the Treasury of the Association permit, and if approved by the Executive Committee prior to the time the meeting is called, the Officers and Directors may be compensated for reasonable and necessary expenses in attending meetings of the Board of Directors, (except the Directors' meetings held just prior to, during, or immediately following the regular Association meetings),

or expenses incurred in the official performance of duties for the Association authorized by the Executive Committee. The Board of Directors may employ and compensate an Executive Secretary and other secretarial employees, and may provide for the compensation of an Officer, Director, member, or other person for special services to the Association.

## ARTICLE V CONTRACTS AND FINANCES

SECTION 1. CONTRACTS. The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed by such Officer or Officers, agent or agents of the Association and in such manner as shall from time to time be determined by the Board of Directors.

SECTION 3. DEPOSITS. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Executive Committee may select.

SECTION 4. AUDITS. Periodic audits of the financial affairs of the Association, and such other audits as the Board of Directors may require, shall be made by an audit committee within the Association or by a qualified person or persons outside the association. The audit committee or outside auditor shall be appointed by the President with the advice and consent of the Board of Directors. (Revised October 2004)

## ARTICLE VI AMENDMENTS

These By-Laws may be altered or amended at any regular or special meeting of the Association by a two-thirds (2/3) vote by the members present who are in good standing. The Executive Committee or the Board of Directors may propose an amendment to the By-Laws at any other time and vote thereon may be taken by a letter ballot. (Revised October 1993)

To take a vote upon any proposed amendment to the By-Laws by letter ballot, the Secretary shall mail to each member of the Association in good standing at his or her last known post office address a copy of the proposed amendment with a ballot in suitable form. (Revised October 1993)

Members in good standing, desiring to vote shall use the ballot forwarded by the Secretary and shall indicate thereon their approval or disapproval of the proposed amendment. Each said member shall have thirty (30) days within which to return the ballot. Upon expiration of the thirty (30) days the President and Secretary shall canvass the ballot and record the vote. (Revised October 1993)

If the proposed amendment shall receive two-thirds (2/3) of the vote cast by members in good standing, provided that at least fifteen (15) votes are received, the amendment shall be deemed to have been adopted; otherwise, it shall be deemed to have been rejected. (Revised October 1993)

The Secretary shall announce the result of any vote by ballot, by mail or through the official bulletin of the Association, if there be one, and shall insert such result in the minutes of the Association as having been taken at a meeting of the Association held by the correspondence as of the date on which the ballot was canvassed. Notwithstanding the foregoing provisions, however, if any proposed amendment is submitted to a vote of the members in good standing by a letter-ballot, and a regular or special meeting of the Association is actually held before the date on which such ballot is to be canvassed, and such vote recorded (a quorum being present at such regular or special meeting), then all proceeding for the taking of such a vote by letter-ballot shall be void and of no effect, and the vote upon such proposed amendment shall be taken at such meeting. (Revised October 1993)

## COMMITTEES

The following committees have been formed to carry out the general duties as noted under the direction of a Committee Chairperson who is appointed by the current President. All committees will coordinate their activities with the Executive Director. (Approved by the Membership – May 5, 2010)

### Airport Committee

Evaluates proposed guidelines or standards related to environmental compatibility, planning, zoning, design, operations or financing of airports. At the request of the President (or the Board) represents the Association in regard to proposals potentially affecting airports and the airport environs, made by State and Federal agencies. Advises the membership through the Board of Directors, of operational, financial and environmental trends as they pertain to airports. In all such matters, at the request of the President, and on behalf of the Association, may develop recommended policies or standards for consideration by State and Federal Agencies.

(Revised June 1991, May 2001, May 2010)

### Legislative Committee

Studies, evaluates, and summarizes proposed and existing legislation that may or does have an impact on the State's airports. Provides regular updates, including recommended actions, to the Board and membership. At the request of the President, may draft legislative provisions that support the interests of the Association. The Chairman or other designee of the President may be requested to represent the Association before a legislative body, when it is deemed necessary to contribute to legislative deliberations. Matters of interest include legislation related to taxes (property, fuel, excise, etc.) land use, environment and other State aviation and regulatory actions. (Revised May 2010)

### Membership Recruitment and Relations Committee

Focus is on recruitment and retention of members. Responsible for publishing and distributing to the membership information deemed pertinent and timely concerning current events and matters of interest. Promotes communication among Association members, the board, and affiliates and strongly encourages membership in the Association by proving value. Assures that new members are familiar with working committees and are properly oriented in the goals, purposes and programs of the Association. (Revised May 2001, May 2010)

### Scholarship/Internship Committee

Establishes objective standards by which students can be evaluated to receive various academic scholarships offered from time to time by the Association. Makes recommendations to the Board regarding the offering of such scholarships. Committee will recruit and evaluate applicants and recommend students to the Membership through the Board of Directors for receipt of financial aid in the form of a scholarship or internship. (Revised June 1991, May 2001)

### Conference/Education Committee

Conducts periodic membership surveys to identify topics of conference/educational interest important to the membership. Plans conference and meeting agendas, coordinates conference and meeting activities, invites speakers, and recommends and secures conference sites. Coordinates with other airport/aviation associations to develop joint meetings, conferences and other educational opportunities of interest to the membership; works with other committees as needed. (Revised May 2001, May 2010))

### Finance/Personnel Committee

Works with Board and other committees to set an annual budget. Oversees the collection and handling of WAMA funds and disbursement of expenditures. Works with other committees to develop sustainable funding sources for operations while holding Association responsible to operate within set budget limitations. Monitors timely collection of all pledges, dues, assessments and donations and assures all funds are managed and used properly, oversees investments, conducts research and makes investment recommendations to the Board of Directors, works with treasurer to ensure the highest interest rates and yields possible on all funds and investments. Reviews Association Financial Reports, Balance Sheets, Investments and Bank Accounts. Facilitates handling of HR/Personnel duties associated with paid and/or volunteer Association positions in concert with President and Board of Directors. (Established May 2010)